

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) Jointly Administered
Debtors.)
) Objection Date: 8/11/09 @ 4:00pm

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
MAY 1, 2009 THROUGH MAY 31, 2009

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(FUSRAP)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 30, 2009
Client/Matter # 01246-011548
Invoice # 129921
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution

05/26/09 P. Marks 0.20 Review emails and schedules.

Total Hours : 0.20

Total Fees : \$84.00

BEVERIDGE & DIAMOND, P.C.

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Disbursements:

Information Service - VENDOR: LEXISNEXIS COURT 11.37
LINK-Invoice #EA367544 dated 5/1/09 for data
research

Total Disbursements : \$11.37

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	0.20	\$420.00	\$84.00

Total Fees : \$84.00

Total Disbursements : \$11.37

TOTAL DUE : \$95.37

EXHIBIT B

(General Regulatory/Compliance Issues)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 30, 2009
Client/Matter # 01246-012100
Invoice # 129922
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

General Regulatory/Compliance Issues

05/04/09	C. Lewis	0.30	Correspondence with L. Duff and G. St. Michel re questions re content, format of inert ingredient approval petition.
05/05/09	G. St. Michel	0.50	Phone and email to EPA Inerts branch re PR Notice 86-5 formatting for scientific literature.
05/06/09	G. St. Michel	1.30	Review notes from phone conversation with Inerts Assessment Branch; draft outline of initial steps for submitting an approval request; review PR Notice 86-5.
05/11/09	C. Lewis	0.30	Telephone conference with L. Duff re inert ingredient approval request; correspondence with G. St. Michel re same.
05/12/09	C. Lewis	0.70	Conferences with G. St. Michel re inert ingredient clearance request and materials to support same and preliminary review of Cantox document; telephone conferences and correspondence to L. Duff re same.

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05/14/09	C. Lewis	0.50	Correspondence with L. Duff and internal correspondence with G. St. Michel re request for approval for pesticide inert.
05/14/09	G. St. Michel	2.00	Review materials re Arch-1 chemical ingredients; email correspondence with C. Lewis; review file in preparation for drafting inert ingredient approval petition.
05/15/09	G. St. Michel	8.00	Begin drafting letter re EPA approval of inert ingredient.
05/18/09	G. St. Michel	5.00	Draft letter seeking EPA approval of inert ingredient; revise same.
05/19/09	C. Lewis	0.60	Internal correspondence and begin review of G. St. Michel draft re inert ingredient approval.
05/19/09	G. St. Michel	1.40	Revise letter re EPA approval of inert pesticide ingredient; correspondence to C. Lewis re same.
05/20/09	C. Lewis	1.00	Review/comment on G. St. Michel initial draft of submission to EPA for approval of inert and re questions or issues identified by G. St. Michel re same; conference with G. St. Michel re same.
05/20/09	G. St. Michel	1.30	Meet with C. Lewis to discuss first draft of inert approval request letter; revise letter and incorporate suggested changes; re-draft email to client re follow-up issues.
05/21/09	C. Lewis	0.80	Review G. St. Michel revised draft inert approval request; telephone conference with L. Duff re same; correspondence forwarding draft to client; internal correspondence re comments on draft.
05/21/09	G. St. Michel	0.90	Review first round of revisions; incorporate more revisions to document from C. Lewis; read and respond briefly to client comment.
05/22/09	C. Lewis	0.30	Review client comments on draft EPA submission and correspondence with G. St. Michel re same.
05/23/09	C. Lewis	0.20	Correspondence with client re comments on draft inert approval suggestion.

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05/25/09	G. St. Michel	2.00	Complete revisions to initial request for approval of an inert pesticide ingredient; locate MSDS for Propomeen T/12 and revise request letter accordingly; draft email to C. Lewis, including email ready for client forwarding.
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Total Hours : 27.10

Total Fees : \$7,737.00

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Disbursements:

Long Distance Telephone

0.10

Total Disbursements : \$0.10

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
C. Lewis	4.70	\$550.00	\$2,585.00
G. St. Michel	22.40	\$230.00	\$5,152.00

Total Fees : \$7,737.00

Total Disbursements : \$0.10

TOTAL DUE : \$7,737.10

EXHIBIT C

(Russell Field)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co.
Attn: Lydia Duff, Esq.
Division Counsel
7500 Grace Drive
Columbia, MD 21044

June 30, 2009
Client/Matter # 01246-014015
Invoice # 129924
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Russell Field

05/01/09	P. Marks	0.50	Evaluate tasks and issues.
05/01/09	J. Grachuk	0.10	Send settlement proposal to Julie Taylor.
05/04/09	P. Marks	4.20	Prepare for and conduct multiple telephone conferences re settlement preparation with J. Taylor counsel and technical output, J. Grachuk, L. Duff, and Grace expert; evaluate same.
05/04/09	J. Grachuk	1.80	Prepare for and participate in telephone conference with J. Taylor, M. Richards, L. Duff and P. Marks regarding settlement proposal.
05/04/09	J. Grachuk	1.50	Participate in telephone conference with L. Duff, W. Stimpson and P. Marks regarding specific technical issues raised by the MBTA relating to background and depth of contaminants in comparison to MBTA activities and other issues in settlement proposal.
05/04/09	J. Grachuk	0.90	Telephone conference with P. Marks regarding communications with H. Dhagat regarding invoices and J. Taylor regarding technical issues.

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05/04/09	K. Hawley	0.20	Summarize key 21E cases for negotiation.
05/05/09	P. Marks	3.50	Participate in strategic telephone conferences with client and opposing counsel re settlement; evaluate same and documents.
05/05/09	J. Grachuk	2.60	Telephone conference with J. Taylor, L. Duff and P. Marks regarding settlement proposal.
05/05/09	J. Grachuk	0.90	Telephone conference with H. Dhagat regarding request for additional information on invoices for environmental remediation at Russell Field.
05/06/09	P. Marks	4.80	Telephone conferences re settlement process and coordination with team and consultants; evaluate evidence re same.
05/06/09	J. Grachuk	4.10	Develop initial outline for meeting with City; draft exhibit list; telephone conference with P. Marks regarding same.
05/06/09	J. Grachuk	1.40	Telephone conference with J. Taylor, L. Duff, P. Marks and W. Stimpson regarding J. Taylor's discussions with Perini, settlement proposal, and allocation.
05/06/09	J. Grachuk	1.20	Telephone conference with D. Collins regarding review of settlement proposal.
05/06/09	J. Grachuk	0.50	Telephone conference with P. Marks regarding revisions to settlement proposal.
05/06/09	K. Hawley	0.50	Legal research regarding CERCLA arranger liability.
05/07/09	P. Marks	8.40	Coordinate with J. Grachuk and J. Taylor re preparation of settlement proposal; follow-up discussion and document preparation.
05/07/09	J. Grachuk	5.90	Revise settlement proposal to incorporate inserts from J. Taylor and other comments on draft proposal; revise settlement proposal to incorporate comments from J. Taylor.
05/07/09	J. Grachuk	0.60	Team telephone conference with J. Taylor regarding discussions with Perini and next steps.
05/07/09	J. Grachuk	0.70	Review revised settlement proposal and provide additional comments to P. Marks.

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05/07/09	K. Hawley	0.70	Review MBTA statute of repose argument and case law.
05/07/09	K. Hawley	2.70	Legal research regarding arranger liability under CERCLA.
05/07/09	K. Hawley	0.70	Review argument and case law regarding recoverability of asbestos costs.
05/08/09	P. Marks	5.80	Prepare settlement proposal; multiple telephone conferences re same and re structure of negotiating meeting.
05/08/09	J. Grachuk	2.00	Review revised settlement proposal; participate in telephone conference with J. Taylor, L. Duff and P. Marks regarding settlement proposal.
05/08/09	K. Hawley	1.70	Legal research regarding CERCLA arranger liability.
05/10/09	K. Hawley	0.50	Review Indemnification Agreement with MBTA.
05/10/09	K. Hawley	3.50	Legal research regarding CERCLA arranger status and draft memorandum regarding same.
05/11/09	P. Marks	5.40	Prepare for settlement negotiations, including telephone conferences with L. Duff and J. Grachuk re Roux report, exhibit preparation, and photo interpretation; explore facilitator availability; coordinate with City and counsel re same.
05/11/09	J. Grachuk	4.90	Prepare for negotiation session with City including develop streamlined chronology; prepare outline of discussion topics; analyze research on arranger liability; telephone conference with W. Stimpson regarding potential exhibits for meeting with City.
05/11/09	J. Grachuk	0.50	Telephone conference with Judge Kass, L. Duff and P. Marks regarding potential use of facilitator at meeting with City.
05/11/09	K. Hawley	2.90	Draft memorandum regarding CERCLA arranger liability case law.
05/11/09	K. Hawley	1.60	Draft summaries of key 21E and CERCLA case law.
05/11/09	K. Hawley	1.00	Legal research regarding CERCLA arranger status.

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05/12/09	P. Marks	5.20	Prepare for negotiations with L. Duff and J. Grachuk; telephone conference with parties re postponement of same; follow-up development of revised path forward; telephone conference with facilitator; post-meeting evaluations.
05/12/09	J. Grachuk	4.60	Prepare for negotiation session with City including prepare powerpoint with key photos and plans, prepare exhibits, analyze arguments on prejudgment interest and attorneys fees; participate in telephone conference with L. Duff and P. Marks regarding discussions with City and MBTA.
05/12/09	J. Grachuk	1.60	Telephone conference with P. Marks and L. Duff regarding key factual issues.
05/12/09	K. Hawley	0.50	Prepare materials for meeting with City.
05/13/09	P. Marks	2.70	Telephone conference with M. Johns, W. Stimpson, and J. Gracuk re position of factual assertions and identification of targeted tasks; follow-up telephone conference with J. Grachuk re same.
05/13/09	J. Grachuk	3.90	Participate in telephone conference with W. Stimpson, M. Johns and P. Marks regarding questions and further development of key factual issues; follow up discussion with P. Marks regarding same; prepare summary of discussion including list of tasks relating to key facts; work on list of tasks relating to strategy vis a vis the MBTA and Perini.
05/15/09	P. Marks	1.50	Multiple communications with opposing counsel, facilitator, and client team re establishing facilitation date and arrangements.
05/18/09	P. Marks	0.80	Strategic planing and scheduling.
05/18/09	J. Grachuk	2.70	Draft letter to MBTA describing Grace's position on MBTA defenses and various indemnities.
05/19/09	P. Marks	3.20	Prepare correspondence to J. Taylor; review newly distributed documents; telephone conference with J. Grachuk re position re treated material stockpile location; telephone conference with L. Duff re strategy.

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05/19/09	J. Grachuk	1.90	Review additional documents; work on factual questions including location of sludge pile and hazardous material identified in urban fill; telephone conference with P. Marks regarding location of sludge pile; work on revised letter to MBTA.
05/20/09	P. Marks	3.90	Telephone conference with L. Duff, M. Johns, and J. Grachuk re task update and strategy; settlement telephone conference with opposing counsel re facilitation process and Perini; follow-up telephone conferences with L. Duff and J. Taylor re same; prepare correspondence to Perini re same.
05/20/09	J. Grachuk	3.90	Draft portion of presentation on Chapter 21E and history of Grace operations; review additional materials provided by W. Stimpson; telephone conference with W. Stimpson regarding exhibit factual questions.
05/20/09	J. Grachuk	1.00	Telephone conference with L. Duff, M. Johns and P. Marks regarding task list and outstanding factual questions.
05/20/09	J. Grachuk	0.80	Telephone conference with W. Lahey, H. Dhagat, N. Glowa, J. Taylor, L. Duff and P. Marks regarding upcoming facilitated negotiated meeting.
05/20/09	J. Grachuk	0.30	Review and comment on mediation agreement.
05/21/09	P. Marks	3.20	Prepare presentation and review Perini letter re settlement negotiations.
05/21/09	J. Grachuk	0.20	Communications with P. Marks regarding treatment of orphan share under state law.
05/22/09	P. Marks	1.60	Prepare for negotiations; coordinate with L. Duff re same.
05/26/09	P. Marks	0.20	Coordinate with J. Grachuk and team re mediation agreement, status, and scheduling.
05/26/09	J. Grachuk	1.80	Provide comments to L. Duff on mediation agreement; analyze additional documents from M. Johns and relating to location of stockpile.
05/28/09	J. Grachuk	1.90	Participate in telephone conference with Judge Kass, A. Gordon, J. Taylor and representatives of the City regarding upcoming facilitated meeting; draft summary e-mail to L. Duff and P. Marks; follow up discussion with J. Taylor.

BEVERIDGE & DIAMOND, P.C.

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Total Hours : 125.60

Total Fees : \$47,626.00

BEVERIDGE & DIAMOND, P.C.

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Disbursements:

Long Distance Telephone	160.56
Duplicating	72.00
Express Delivery	75.50
Client Meeting Meals	15.97

Total Disbursements : \$324.03

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	54.90	\$420.00	\$23,058.00
J. Grachuk	54.20	\$365.00	\$19,783.00
K. Hawley	16.50	\$290.00	\$4,785.00

Total Fees : \$47,626.00

10% Adj for P. Marks: (2,305.80)

Total Disbursements : \$324.03

TOTAL DUE : \$45,644.23

EXHIBIT D

(Bankruptcy Fee Application)

**LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850**

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 30, 2009
Client/Matter # 01246-012629
Invoice # 129923
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : **BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311**

Bankruptcy Fee Application

Disbursements:

Postage	6.01
Duplicating	40.60

Total Disbursements : \$46.61

TOTAL DUE : \$46.61